

The Oceanography Society Bylaws

(Approved January 15, 2004)

Article I. Name.

This Society shall be called the Oceanography Society.

Article II. Objectives.

The objectives of this Society are the development and dissemination of knowledge of oceanography, marine engineering and maritime research and such other purposes as are stated in the Articles of Incorporation.

Article III. Membership.

1. The membership of the Society shall initially consist of four classes of members to be described as:

Regular Members
Student Members
Corporate and Institutional Members
Associate Members

Only Regular and Student Members are eligible to vote. Only Regular Members are eligible to hold office and to be members of the Council with such further limitations as may be imposed by these Bylaws.

2. Those eligible for election to Regular Membership shall be interested in the advancement of the objectives of the Society and shall satisfy one or more of the following categories of criteria:
 - A. Hold a graduate degree in oceanography, marine engineering, or related science or engineering field;
 - B. Have equivalent experience in an activity in which his or her knowledge is applied to the advancement or applications of oceanic or related sciences;
 - C. Notwithstanding the provisions of the above criteria, the Council may elect as Members other persons deemed to have advanced the objectives of the society by management, public service or contributions to ocean education.
3. Corporations and other organizations desirous of supporting oceanography or related sciences and their application are eligible for election to Corporate or Institutional Member.
4. Those eligible for election to Student Membership shall be graduate or undergraduate students enrolled in oceanography, marine engineering or related maritime studies at an accredited institution of higher learning.
5. Those eligible for election to Associate Member

shall be individuals interested in the advancement of the objectives of the Society.

6. The Council or its designee will elect members.

Article IV. Dues.

1. Every Member shall pay such fees or assessments, annual or otherwise, as may be authorized for the Member's class of membership from time to time by a majority vote of those Council members eligible to vote. Any Member who fails to pay any fees or assessments within a period of ninety days after such fees or assessments are payable is subject to removal from membership for such nonpayment. Removal from membership requires a majority vote of those Council Members eligible to vote.

Article V. Elective Offices.

1. The elective Officers of the Society shall be:
 - A. President, who shall be the immediate past President-Elect;
 - B. A President-Elect.
2. The term of office of the President and the President-Elect shall be approximately two years, pursuant to the terms of Article VI, paragraph 8.
3. If the office of President becomes vacant, the President-Elect shall assume the authorities and responsibilities of President for the remainder of the unexpired term.
4. If the office of President-Elect becomes vacant, the office shall remain vacant until the next general election, at which time both a President and President-Elect shall be elected.
5. If both offices become vacant, then the Council will choose, by majority vote, one of its members to serve until the next general election.
6. The President shall, when present, preside at all meetings of the members of the Council and shall perform such other duties and exercise such other powers as shall from time to time be assigned by the Council.
7. The President-Elect shall preside, in the absence of the President, at all meetings of the members of the Council and shall perform such other duties and exercise such other powers as shall from time to time be assigned by the Council.

Article VI. Nomination and Election of Elective Officers and Councilors.

1. The Council shall arrange for the nomination of candidates for each elective office and Council position to be filled and the designated election day (generally April to June). Nominations also may be made by petition signed by at least twenty members eligible to vote, provided that the petition is received by the Executive Officer together with the written consent of the nominee no later than one hundred and fifty days prior to the annual meeting.
2. The election of elective Officers and Councilors by members eligible to vote shall be by ballot.
3. At least sixty days prior to the election day the Executive Officer shall provide to each member eligible to vote a ballot containing the names of the nominees for elective office and the Council. The ballot may contain any questions designated by the Council or by a petition signed by at least twenty members who are eligible to vote.
4. The ballots must be received by the Executive Officer at the Headquarters of the Society by the designated election day. Each member eligible to vote shall be entitled to one vote for President-Elect and one vote for each Council vacancy to be filled. The candidate receiving the highest number of votes cast for each Council vacancy and for President-Elect shall be declared elected. In the event of any tie vote between two or more candidates for any office, including that of President-Elect, the Council shall choose between said candidates by ballot.
5. In the event of a vacancy on the Council, the President, in consultation with the Council, shall appoint a person to fill out the remainder of the term.
6. Any elective Officer or Councilor may be removed from office for due cause by a vote of at least two-thirds of those Council members who are eligible to vote, not including among the Councilors eligible to vote the Councilor or elective Officer whose removal is the subject of the vote.
7. Any elective Officer or Councilor may resign at any time by delivering a written resignation to the Executive Officer or the Secretary of the Society. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective.
8. The term of office of the elective Officers and Councilors shall commence on August first following the elections.
9. The Council may adopt additional procedures governing elections that are consistent with the Articles of Incorporation and these Bylaws. These additional procedures shall be announced to the members in a timely fashion.

Article VII. Council.

1. The Council referred to herein shall be the Board of Directors provided for pursuant to the Articles of Incorporation and the Members of the Council shall be known as Councilors.
2. The Corporate powers of the Society shall be vested in the Council subject to the Articles of Incorporation and Bylaws of the Society. The Council shall be the principal governing body of the Society. It shall consist of the elected Officers, consisting of the President, the President-Elect, and the immediate Past-President, and at least six other elected voting members of the Society, each elected for a three-year term, with the terms of one-third of the Councilors ending each year. Councilors are eligible for re-election but not to consecutive terms. The appointed officers consisting of the Executive Officer, Corporate Secretary, Treasurer, and Director of Publications shall be members of the Council ex-officio and without the power to vote, unless they are also Councilors. The number of Councilors (greater than six) is determined by the Council, with the goal of having broad representation from oceanography, including ocean policy, marine engineering and ocean education.
3. One third (two or more) of the Councilors shall be elected in accordance with Article VI each year for a term of three years.
4. To provide rotation of membership when the first Council is elected, one, two, and three year terms will be determined by lot.
5. The Councilors shall annually appoint as needed an Executive Officer, a Corporate Secretary, Treasurer, and Director of Publications. Appointment in each case shall require an affirmative vote of a majority of those Council members eligible to vote.
6. The Council may make any interim annual appointments to vacancies not otherwise provided for in the Articles of Incorporation or the Bylaws.
7. The Council shall meet at least once a year. A meeting shall also be held within thirty days of a request for such meeting by the President, the Executive Officer, or any four voting members of the Council.
8. Any action required or permitted to be taken by the Council may be taken without a meeting if all of the Councilors entitled to vote with respect to the subject matter consent in writing (or by email) to such action.

Article VIII. Committees.

1. The Council may create such committees as may be deemed desirable in carrying out the purposes of the Society. Such committees shall be elected or appointed in such manner as may be determined by the Council and shall have such lawful duties as may be specified by the Council. An individual may be a member of any such committee if such indi-

- vidual is a member of the Society. Such individual need not be an Officer or Councilor of the Society.
2. The names, purposes, membership, and terms of office of members of all Committees established by the Council shall be published in the Society's official publication established pursuant to Article XII or provided electronically to members.

Article IX. Appointed Officers.

1. The appointed officers shall be the Executive Officer, the Corporate Secretary, Treasurer, and Director of Publications.
2. More than one appointed office may be held by any individual.
3. The appointment of an individual to appointed office shall be done annually and require a majority vote of those Council members eligible to vote.
4. Removal of the Executive Officer, the Corporate Secretary, Treasurer, and Director of Publications shall only be by vote of at least two-thirds of those Council members eligible to vote.
5. An appointed officer may resign at any time by delivering a written resignation to the President or President-Elect. The acceptance of any such resignation, unless required by the terms thereof, shall not be necessary to make the same effective.
6. The Executive Officer shall, unless authority is given to other officers or agents to do so, execute all contracts and agreements on behalf of the Society which are authorized by the Council. It shall be his or her duty to carry out the orders of the Council. In the absence of the President and the President-Elect, the Executive Officer shall preside at meetings of the members and the Council.
7. The Corporate Secretary shall have such powers and duties as are customary in a corporation of this type and such as may from time to time be assigned him or her by the Council.
8. The Treasurer shall be responsible for the financial aspects of the Society and shall have such powers and duties as are customary in a corporation of this type and such as may from time to time be assigned him or her by the Council.

Article X. Compensation.

Elective Officers and Councilors shall not be compensated for services rendered to the Society, but may be reimbursed for actual expenses incurred in performing duties assigned to them by the Council. The Council shall have the power to fix the compensation and fees payable to appointed Officers for services rendered to the Society.

Article XI. Meetings.

1. There shall be a business meeting of the members at TOS scientific conferences or meetings.
2. A special meeting of the members may be called by the President or the Council or may be called by the Executive Officer upon petition signed by at least five percent of the members eligible to vote on the preceding May 1. Any special meeting called by the Executive Officer pursuant to petition of

members shall be held within ninety days of the petitioning for such meeting at a time and place designated by the Council. The Executive Officer shall give notice of the meeting not less than thirty days before the date on which the meeting is to be held.

3. The rules contained in "Robert's Rules of Order Revised" shall govern all business meetings of the Society unless inconsistent with the Articles of Incorporation, Bylaws, or any standing rules of the Society.
 4. A quorum for the transaction of business at a TOS business meeting shall be at least two percent of the members who are eligible to vote on May 1 of that year. The affirmative vote of a majority of the members present who are eligible to vote shall be required for the resolution of any question.
- The Council may make other rules for meetings not inconsistent with the Articles of Incorporation or Bylaws. Business not set forth in the notice of the meeting shall not be transacted if three society members eligible to vote object.
5. The Society may organize, sponsor, or co-sponsor such additional local, national, or international meetings as may be authorized by the Council.
 6. The fiscal year of the Society shall commence on the First day of October and end at the end of the Thirtieth day of September of the following year.

Article XII. Publications.

The Society shall issue an official publication and such additional journals, papers, books and the like as may be authorized by the Council.

Article XIII. Amendments to the Bylaws.

1. No part of the Bylaws shall be amended or annulled except by mail or email ballot or by a vote at a TOS business meeting in the following manner: A proposed amendment shall be approved by the Council or submitted to the President in a petition signed by at least two percent of the members eligible to vote. The proposed amendment, with the reasons therefore, shall be published in an official publication of the Society (magazine, web page, etc.) at least ninety days before ballots for the amendment are sent to voting members, or before a TOS business meeting.
2. A proposed amendment, accompanied by a ballot, shall be sent by the Executive Officer to each member eligible to vote at least sixty days prior to the designated date the ballots are to be counted. The ballots to be counted must be sent to the Executive Officer on or before the designated date for counting the ballots.
3. The adoption of a proposed amendment shall require the affirmative votes of at least two-thirds of all members voting.